

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Wagner Jonathan Miles</u> (Last) (First) (Middle) <u>C/O VIVID SEATS INC.</u> <u>24 E. WASHINGTON STREET, SUITE 900</u> (Street) <u>CHICAGO</u> <u>IL</u> <u>60602</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Vivid Seats Inc. [SEAT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/11/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/11/2024		M		69,734	A	(1)	159,360	D	
Class A Common Stock	03/11/2024		M		10,153	A	(1)	169,513	D	
Class A Common Stock	03/12/2024		S		29,588 ⁽²⁾	D	\$5.71 ⁽³⁾	139,925	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/11/2024		M		69,734	(4)	(4)	Class A Common Stock	69,734	\$0	139,471	D	
Restricted Stock Units	(1)	03/11/2024		M		10,153	(5)	(5)	Class A Common Stock	10,153	\$0	40,611	D	

Explanation of Responses:

1. Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's Class A common stock.
2. Represents shares sold pursuant to a mandatory "sell to cover" provision of the RSU agreement to satisfy tax withholding obligations arising in connection with the vesting and settlement of the RSUs.
3. Represents the weighted average sale price of multiple transactions at prices ranging from \$5.71 to \$5.71 per share. The reporting person undertakes to provide, upon request from the staff of the SEC, the Issuer or any security holder of the Issuer, full information regarding the number of shares sold at each separate price.
4. One-third of the RSUs vested and settled on March 11, 2024. The remainder of the RSUs will vest and settle in quarterly installments thereafter such that the RSUs will become fully vested on March 11, 2026. The RSUs do not have an expiration date.
5. One-third of the RSUs vested and settled on March 11, 2023. The remainder of the RSUs vested and settled or will vest and settle, as applicable, in quarterly installments thereafter such that the RSUs will become fully vested on March 11, 2025. The RSUs do not have an expiration date.

/s/ Jonathan Miles Wagner03/13/2024

** Signature of Reporting PersonDate

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.